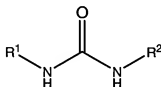


# **AMENDMENTS TO THE CLAIMS:**

This listing of claims will replace all prior versions and listings of claims in the application:

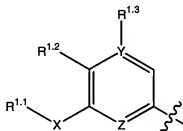
1. (Currently Amended) A pharmaceutical formulation comprising a pharmaceutically accepted excipient and a therapeutically effective amount of a compound represented by Formula I:



Formula I

wherein:

R¹ is :



wherein:

X is ~~-O-~~, ~~O-(optionally substituted lower alkylene)-~~, ~~(optionally substituted lower alkylene)-O-~~, ~~S-~~, ~~S-(optionally substituted lower alkylene)-~~, ~~(optionally substituted lower alkylene)-S-~~, ~~SO₂-~~, ~~SO₂-(optionally substituted lower alkylene)-~~, or ~~(optionally substituted lower alkylene)-SO₂-~~;

Y and Z are both ~~-C=~~ independently ~~-C=~~ or ~~-N=~~, provided that both Y and Z are ~~-C=~~ or only one of Y or Z is ~~-N=~~;

$R^{1.1}$  is ~~optionally-substituted aryl, optionally-substituted heteroaryl or optionally-substituted heterocycyl;~~  
1-acyl-pyrrolidin-3-yl, 1-alkoxycarbonyl-pyrrolidin-3-yl, 1-amidino-pyrrolidin-3-yl, 1-sulfonyl-pyrrolidin-3-yl, 3-oxo-tetrahydro-pyrrolo[1,2-c]oxazol-6-yl, 1-acyl-piperidin-3-yl, 1-alkoxycarbonyl-piperidin-3-yl, 1-amidino-piperidin-3-yl or 1-sulfonyl-piperidin-3-yl, each of which is optionally substituted with an additional lower alkoxy or lower alkoxyalkyl ring substituent;

$R^{1.2}$  is hydrogen, ~~halo or optionally-substituted heteroaryl;~~ and

$R^{1.3}$  is fluoro hydrogen, ~~halo, optionally-substituted heteroaryl or nitro;~~ and

$R^2$  is pyridin-3-yl or pyridin-3-yl substituted with one or two substituents chosen from lower alkoxy and lower alkyl;~~optionally-substituted aryl, optionally-substituted aralkyl; optionally-substituted cycloalkyl, optionally-substituted heteroaryl, optionally-substituted heteroaralkyl or optionally-substituted heterocycyl;~~  
or a single stereoisomer, mixture of stereoisomers, or a pharmaceutically acceptable salt thereof.

2.-9. (Cancelled)

10. (Currently Amended) The formulation of Claim 1 [[4]] where  $R^{1.1}$  is 1-acetyl-piperidin-3-yl, 1-methoxyacetyl-piperidin-3-yl, 1-(azetidine-1-carbonyl)-piperidin-3-yl, 1-methoxycarbonyl-piperidin-3-yl, 1-ethoxycarbonyl-piperidin-3-yl, 1-dimethylaminocarbonyl-piperidin-3-yl, 1-methanesulfonyl-piperidin-3-yl, 1-(ethane-2-sulfonyl)-piperidin-3-yl, 1-(propane-2-sulfonyl)-piperidin-3-yl, 1-(azetidin-1-yl-sulfonyl)-piperidin-3-yl, 1-dimethylaminosulfonyl-piperidin-3-yl, 1-( $N^1$ -azetidin-1-yl- $N^2$ -cyano-amidino)-piperidin-3-yl, 1-( $N^2$ -cyano- $N^1$ ,  $N^1$ -dimethyamidino)-piperidine-3-yl, 1-acetyl-pyrrolidin-3-yl, 1-methoxyacetyl-pyrrolidin-3-yl, 1-(azetidine-1-carbonyl)-pyrrolidin-3-yl, 1-methoxycarbonyl-pyrrolidin-3-yl, 1-methoxycarbonyl-2-methoxymethyl-pyrrolidin-4-yl, 1-methanesulfonyl-pyrrolidin-3-yl, 1-(ethane-2-sulfonyl)-pyrrolidin-3-yl, 1-(ethane-2-sulfonyl)-4-methoxy-pyrrolidin-3-yl, 1-(ethane-2-sulfonyl)-5-methoxymethyl-pyrrolidin-3-

yl, 1-(propane-2-sulfonyl)-pyrrolidin-3-yl, 1-(azetidin-1-yl-sulfonyl)-pyrrolidin-3-yl, 1-dimethylaminosulfonyl-pyrrolidin-3-yl, 1-dimethylaminosulfonyl-2-methoxymethyl-pyrrolidin-4-yl, 1-(*N*<sup>1</sup>-azetidin-1-yl-*N*<sup>2</sup>-cyano-amidino)-pyrrolidin-3-yl, 1-(*N*<sup>2</sup>-cyano-*N*<sup>1</sup>,*N*<sup>1</sup>-dimethylamidino)-pyrrolidin-3-yl, or 3-oxo-tetrahydro-pyrrolo[1,2-*c*]oxazol-6-yl.

11. (Currently Amended) The formulation of Claim 1 [[10]] where R<sup>1,1</sup> is 1-acyl-pyrrolidin-3-yl, 1-sulfonyl-pyrrolidin-3-yl, 3-oxo-tetrahydro-pyrrolo[1,2-*c*]oxazol-6-yl, 1-alkoxycarbonyl-piperidin-3-yl or 1-sulfonyl-piperidin-3-yl.

12. (Previously Presented) The formulation of Claim 11 where R<sup>1,1</sup> is 1-methoxycarbonyl-2-methoxymethyl-pyrrolidin-4-yl, 1-(ethane-2-sulfonyl)-pyrrolidin-3-yl, 1-(ethane-2-sulfonyl)-5-methoxymethyl-pyrrolidin-3-yl, 1-dimethylaminosulfonyl-pyrrolidin-3-yl, 1-dimethylaminosulfonyl-2-methoxymethyl-pyrrolidin-4-yl, 3-oxo-tetrahydro-pyrrolo[1,2-*c*]oxazol-6-yl, 1-methoxycarbonyl-piperidin-3-yl, 1-methanesulfonyl-piperidin-3-yl, or 1-(ethane-2-sulfonyl)-piperidin-3-yl.

13.-19. (Cancelled)

20. (Currently Amended) The formulation of Claim 1 [[19]] where R<sup>2</sup> is pyridin-3-yl or 6-methyl-pyridin-3-yl.

21.-24. (Cancelled)

25. (Currently Amended) The ~~pharmaceutical~~ formulation of claim 1 wherein the compound is selected from

1-[3-(1-Acetyl-piperidin-3-yloxy)-5-fluoro-phenyl]-3-(6-methoxy-pyridin-3-yl)-urea;  
1-[3-(1-Acetyl-piperidin-3-yloxy)-5-fluoro-phenyl]-3-pyridin-3-yl-urea;  
1-[3-Fluoro-5-(1-methanesulfonyl-piperidin-3-yloxy)-phenyl]-3-pyridin-3-yl-urea;  
~~1-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-piperidine-1-carboxylic acid methyl ester;~~

(R)-1-[3-(1-Acetyl-piperidin-3-yloxy)-5-fluoro-phenyl]-3-(6-methoxy-pyridin-3-yl)-urea;

(R)-1-[3-(1-Acetyl-piperidin-3-yloxy)-5-fluoro-phenyl]-3-pyridin-3-yl-urea;

(R)-1-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-piperidine-1-carboxylic acid-methyl ester;

(R)-1-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-piperidine-1-carboxylic acid-dimethylamide;

(R)-1-[3-Fluoro-5-(1-methanesulfonyl-piperidin-3-yloxy)-phenyl]-3-pyridin-3-yl-urea;

(R)-1-[3-(1-Acetyl-piperidin-3-yloxy)-5-fluoro-phenyl]-3-(6-methyl-pyridin-3-yl)-urea;

(R)-1-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-piperidine-1-carboxylic acid-methyl ester;

(R)-1-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-piperidine-1-carboxylic acid-dimethylamide;

(R)-1-[3-Fluoro-5-(1-methanesulfonyl-piperidin-3-yloxy)-phenyl]-3-(6-methyl-pyridin-3-yl)-urea;

(R)-1-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-piperidine-1-carboxylic acid-ethyl ester;

(R)-1-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-piperidine-1-sulfonic acid-dimethylamide;

(R)-1-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-piperidine-1-sulfonic acid-dimethylamide;

(R)-1-[3-Fluoro-5-[1-(propane-2-sulfonyl)-piperidin-3-yloxy]-phenyl]-3-pyridin-3-yl-urea;

(R)-1-[3-Fluoro-5-[1-(propane-2-sulfonyl)-piperidin-3-yloxy]-phenyl]-3-(6-methyl-pyridin-3-yl)-urea;

(R)-1-[3-(1-Ethanesulfonyl-piperidin-3-yloxy)-5-fluoro-phenyl]-3-pyridin-3-yl-urea;

(R)-1-[3-(1-Ethanesulfonyl-piperidin-3-yloxy)-5-fluoro-phenyl]-3-(6-methyl-pyridin-3-yl)-urea;

(S)-3-[3-Fluoro-5-(pyridin-3-yl-ureido)-phenoxy]-piperidine-1-N,N-dimethyl-N-cyano-carboxamide;

(S)-3-[3-Fluoro-5-(2-methyl-pyridin-5-yl-ureido)-phenoxy]-piperidine-1-N,N-dimethyl-N-cyano-carboxamide;

(S)-1-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-piperidine-1-sulfonic acid-dimethylamide;

(S)-1-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-piperidine-1-sulfonic acid-dimethylamide;

(S)-1-[3-(1-Ethanesulfonyl-piperidin-3-yloxy)-5-fluoro-phenyl]-3-pyridin-3-yl-urea;

(S)-1-[3-Fluoro-5-[1-(propane-2-sulfonyl)-piperidin-3-yloxy]-phenyl]-3-pyridin-3-yl-urea;

(S)-1-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-piperidine-1-carboxylic acid-methyl ester;

(S)-1-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-piperidine-1-carboxylic acid-ethyl ester;

(S)-1-[3-(1-Ethanesulfonyl-piperidin-3-yloxy)-5-fluoro-phenyl]-3-(6-methyl-pyridin-3-yl)-urea;

(S)-1-[3-Fluoro-5-[1-(propane-2-sulfonyl)-piperidin-3-yloxy]-phenyl]-3-(6-methyl-pyridin-3-yl)-urea;

(S)-1-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-piperidine-1-carboxylic acid-methyl ester;

(S)-3-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-piperidine-1-carboxylic acid-methyl ester;

(S)-1-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-piperidine-1-carboxylic acid-ethyl ester; and

(S)-1-[3-Fluoro-5-(1-methanesulfonyl-piperidin-3-yloxy)-phenyl]-3-pyridin-3-yl-urea.

26. (Currently Amended) The pharmaceutical formulation of claim 1 wherein the compound is selected from:

(S)-3-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-pyrrolidine-1-sulfonic acid dimethylamide;

(R)-3-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-pyrrolidine-1-sulfonic acid dimethylamide;

(S)-3-[3-Fluoro-5-(2-methyl-pyridin-5-yl-ureido)-phenoxy]-pyrrolidine-1-N,N-dimethyl-N-cyano-carboxamidine;

(R)-3-[3-Fluoro-5-(2-methyl-pyridin-5-yl-ureido)-phenoxy]-pyrrolidine-1-N,N-dimethyl-N-cyano-carboxamidine;

(S)-3-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-pyrrolidine-1-sulfonic acid dimethylamide;

(S)-3-[3-Fluoro-5-(pyridin-2-yl-ureido)-phenoxy]-pyrrolidine-1-N,N-dimethyl-N-cyano-carboxamidine;

(R)-3-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-pyrrolidine-1-sulfonic acid dimethylamide;

(R)-3-[3-Fluoro-5-(pyridin-2-yl-ureido)-phenoxy]-pyrrolidine-1-N,N-dimethyl-N-cyano-carboxamidine;

(S)-3-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-pyrrolidine-1-carboxylic acid methyl ester;

(S)-3-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-pyrrolidine-1-carboxylic acid methyl ester;

(R)-3-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-pyrrolidine-1-carboxylic acid methyl ester;

(R)-3-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-pyrrolidine-1-carboxylic acid methyl ester;

(S)-1-[3-Fluoro-5-[1-(propane-2-sulfonyl)-pyrrolidin-3-yloxy]-phenyl]-3-pyridin-3-yl-urea;

(S)-1-[3-Fluoro-5-[1-(propane-2-sulfonyl)-pyrrolidin-3-yloxy]-phenyl]-3-(6-methyl-pyridin-3-yl)-urea;

(S)-1-[3-Fluoro-5-[1-(ethane-2-sulfonyl)-pyrrolidin-3-yloxy]-phenyl]-3-pyridin-3-yl-urea;

(S)-1-{3-Fluoro-5-[1-(ethane-2-sulfonyl)-pyrrolidin-3-yloxy]-phenyl}-3-(6-methyl-pyridin-3-yl)-urea;

(R)-1-{3-Fluoro-5-[1-(ethane-2-sulfonyl)-pyrrolidin-3-yloxy]-phenyl}-3-pyridin-3-yl-urea;

(S)-1-{3-Fluoro-5-[1-(methane-2-sulfonyl)-pyrrolidin-3-yloxy]-phenyl}-3-(6-methyl-pyridin-3-yl)-urea;

(R)-1-{3-Fluoro-5-[1-(ethane-2-sulfonyl)-pyrrolidin-3-yloxy]-phenyl}-3-(6-methyl-pyridin-3-yl)-urea;

(R)-1-{3-Fluoro-5-[1-(propane-2-sulfonyl)-pyrrolidin-3-yloxy]-phenyl}-3-(6-methyl-pyridin-3-yl)-urea;

(S)-4-{3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy}-[(S)-2-methoxymethyl]-pyrrolidine-1-sulfonic acid dimethylamide;

(S)-4-{3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy}-[(S)-2-methoxymethyl]-pyrrolidine-1-carboxylic acid methyl ester;

(R)-1-{3-(1-Ethanesulfonyl-[(R)-4-methoxy]-pyrrolidin-3-yloxy)-5-fluoro-phenyl}-3-(6-methyl-pyridin-3-yl)-urea;

(R)-1-{3-(1-Ethanesulfonyl-[(S)-5-methoxymethyl]-pyrrolidin-3-yloxy)-5-fluoro-phenyl}-3-pyridin-3-yl-urea;

(R)-1-{3-(1-Ethanesulfonyl-[(S)-5-methoxymethyl]-pyrrolidin-3-yloxy)-5-fluoro-phenyl}-3-(6-methyl-pyridin-3-yl)-urea;

1-{3-Fluoro-5-(R)-(3-oxo-(S)-tetrahydro-pyrrolo[1,2-c]oxazol-6-yloxy)-phenyl}-3-pyridin-3-yl-urea; and

1-{3-Fluoro-5-(R)-(3-oxo-(S)-tetrahydro-pyrrolo[1,2-c]oxazol-6-yloxy)-phenyl}-3-(6-methyl-pyridin-3-yl)-urea.

27. (Currently Amended) The pharmaceutical formulation of claim 1 wherein the compound is selected from:

(S)-1-{3-(1-Ethanesulfonyl-piperidin-3-yloxy)-5-fluoro-phenyl}-3-(6-methyl-pyridin-3-yl)-urea;

(S)-1-{3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy}-piperidine-1-carboxylic acid methyl ester;

(S)-1-{3-Fluoro-5-(1-methanesulfonyl-piperidin-3-yloxy)-phenyl}-3-pyridin-3-yl-urea;

(R)-3-{3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy}-pyrrolidine-1-sulfonic acid dimethylamide;

(R)-1-{3-Fluoro-5-[1-(ethane-2-sulfonyl)-pyrrolidin-3-yloxy]-phenyl}-3-(6-methyl-pyridin-3-yl)-urea;

(S)-4-{3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy}-[(S)-2-methoxymethyl]-pyrrolidine-1-sulfonic acid dimethylamide;

(S)-4-{3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy}-[(S)-2-methoxymethyl]-pyrrolidine-1-carboxylic acid methyl ester;

(R)-1-{3-(1-Ethanesulfonyl-[(S)-5-methoxymethyl]-pyrrolidin-3-yloxy)-5-fluoro-phenyl}-3-pyridin-3-yl-urea;

1-{3-Fluoro-5-(R)-(3-oxo-(S)-tetrahydro-pyrrolo[1,2-c]oxazol-6-yloxy)-phenyl}-3-pyridin-3-yl-urea; and

1-{3-Fluoro-5-(R)-(3-oxo-(S)-tetrahydro-pyrrolo[1,2-c]oxazol-6-yloxy)-phenyl}-3-(6-methyl-pyridin-3-yl)-urea.

28.-55. (Cancelled)

56.-65. (Cancelled)